

EXHIBIT 1

Proposed Dismissal Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER
DEVELOPMENT LP (f/k/a Footprint Power
Salem Harbor Development LP), *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

Ref. Docket Nos. 445 & ____

**ORDER (A) DISMISSING THE CHAPTER 11 CASES OF HIGHSTAR SALEM
HARBOR HOLDINGS GP, LLC (F/K/A HIGHSTAR FOOTPRINT HOLDINGS GP,
LLC), HIGHSTAR SALEM HARBOR POWER HOLDINGS L.P. (F/K/A HIGHSTAR
FOOTPRINT POWER HOLDINGS L.P.), AND SALEM HARBOR POWER FINCO
GP, LLC (F/K/A FOOTPRINT POWER SALEM HARBOR FINCO GP, LLC),
(B) MODIFYING THE CAPTION OF THE REMAINING DEBTORS'
CHAPTER 11 CASES, AND (C) GRANTING RELATED RELIEF**

Pursuant to (a) the *Debtors' Motion for Entry of Orders (A) Dismissing Chapter 11 Cases of Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC), Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC), (B) Modifying the Caption of the remaining Debtors' Chapter 11 Cases, and (C) Granting Related Relief* [D.I. 445] (the "Motion"),² filed on August 30, 2022, (b) that certain initial order granting the Motion, entered on September __, 2022 [D.I. __], and (c) the *Certification of Counsel and*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

Request for Entry of an Order Dismissing Certain Chapter 11 Cases, filed on _____, 2022 [D.I. __], and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.
3. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, the chapter 11 cases of Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC), Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) are dismissed, effective as of the Effective Date.
4. Notwithstanding section 349 of the Bankruptcy Code, the *Findings of Fact, Conclusions of Law, and Order Confirming the Joint Chapter 11 Plan of Salem Harbor Power Development LP and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 423] shall remain in full force and effect with respect to the Withdrawing Debtors, to the extent it applies as set forth therein, and shall survive the dismissal of the Withdrawing Debtors' chapter 11 cases.
5. Effective as of the Effective Date, the cases of the Plan Debtors shall remain jointly administered under the case of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP (Case No. 22-10239 (MFW))), using the following caption:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER
DEVELOPMENT LP (f/k/a Footprint Power
Salem Harbor Development LP), *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Reorganized Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

6. Upon the entry of this Order, the clerk shall make the following notation in the below cases:

Case Nos. 22-10240, 22-10241, 22-10242, 22-10243, and 22-10244: The cases of Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (Case No. 22-10242), Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (Case No. 22-10243), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (Case No. 22-10244) have been closed. **Effective as of the Effective Date, the cases of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP), and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) remain jointly administered under the chapter 11 case of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (Case No. 22-10239 (MFW)), and the docket of such chapter 11 case should be consulted for all matters affecting these chapter 11 cases.**

7. The Debtors and the Clerk of Court are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Order.

8. To the extent applicable, Bankruptcy Rules 6004(h) and 6006(d) are waived, and this Order shall be effective and enforceable immediately upon entry.

9. This Court shall retain jurisdiction over all matters arising from or related to the interpretation, implementation, and enforcement of this Order.